

Official Committee of Unsecured Creditors, Gregg  
 Appliances  
 c/o Renee B. Weiss, DDR Corp.- Committee  
 Chairperson  
 3300 Enterprise Parkway  
 Beachwood, OH 44122

Account No.: 127821.000001  
 Invoice No.: 4385571  
 Invoice Date: April 17, 2017

**IN RE HHGREGG, INC. ET AL CHAPTER 11 CASE**

FOR PROFESSIONAL SERVICES RENDERED THROUGH MARCH 31, 2017:

DATE	ATTORNEY/ PARALEGAL	TASK CODE	DESCRIPTION	HOURS
03/11/17	JRI2	B160	Correspondence with T. Scherer and W. Mosby regarding BGD retention application as well as notices of appearance and pro hac vice motions for Cooley LLP professionals (.2)	0.20
03/12/17	WLM	B160	Drafted pro hac vice motions, affidavits and orders for Cooley attorneys (2.1)	2.10
03/12/17	JRI2	B190	Correspondence with S. Van Aalten and Committee members regarding Debtors' critical vendor motion and hearing on March 15, 2017 (.3)	0.30
03/13/17	JRI2	B110	Conference and correspondence with S. Van Aalten and C. Hershcopf of Cooley LLP, as well as T. Scherer and W. Mosby of BGD, to discuss coordination of efforts in order to effectively represent the Committee (.3); consider the same (.2)	0.50
03/13/17	TCS	B110	Review memos from lead counsel regarding scheduled hearings and timeline, including critical vendor and bid procedures approval and memos from and to S. VanAalten regarding telephonic hearing and participation	0.60
03/13/17	WLM	B110	Multiple e-mail correspondence with lead counsel regarding form of pro hac vice motions and affidavits	0.40
03/13/17	WLM	B110	Attn to multiple e-mail correspondence regarding status of case, upcoming deadlines and critical vendor	0.30

Indianapolis Jasper Evansville, Indiana  
 Louisville Lexington, Kentucky  
 Cincinnati, Ohio

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Invoice No.: 4385571  
 Invoice Date: April 17, 2017  
 Page 2

DATE	ATTORNEY/ PARALEGAL	TASK CODE	DESCRIPTION	HOURS
			issue set for 3/15 hearing	
03/13/17	WLM	B110	Worked on appearances for BGD	0.40
03/13/17	JRI2	B160	Draft engagement documents (.3); conference with T. Scherer and C. Madden regarding the same (.2)	0.50
03/14/17	TCS	B110	Teleconference U S Trustee regarding critical vendor status /hearing and memo S. VanAalten regarding same	0.20
03/14/17	WLM	B110	Attn to local issues with respect to retention application, conflict searches and disclosures; Memo to lead counsel regarding same	0.40
03/14/17	JRI2	B112	Participate in conference call with Co-professionals to the Committee and Committee members to discuss case status, hearing on March 15, 2017 and issues related to value of the Debtors and direction of the chapter 11 cases (.8); consider presentation and agenda prepared by co-professionals to the Committee and circulated to the Committee by S. Van Aalten in advance of committee call (.2)	1.00
03/14/17	TCS	B120	Committee conference call regarding debtor financial position, early analysis of sale and liquidation options (1.3); receipt, review follow-up memos regarding same (.2)	1.50
03/14/17	CBM	B160	Draft Parties-in-Interest list for Application to Retain and Employ BGD as local counsel to creditors' committee; review and revise draft of Application to Retain and Employ, Declaration, and attachments	2.50
03/14/17	JRI2	B160	Draft, review and revise application to retain BGD as local counsel to the Committee (3.0)	3.00
03/14/17	TCS	B160	Receipt, review M. Boyd memo regarding employment application; teleconference U S Trustee regarding conflicts search question; memo to W. Mosby regarding same	0.50
03/14/17	TCS	B160	Receipt, review docket entries, appearances including	0.30

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 Gregg Appliances  
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Invoice No.: 4385571  
 Invoice Date: April 17, 2017  
 Page 3

DATE	ATTORNEY/ PARALEGAL	TASK CODE	DESCRIPTION	HOURS
			1st meeting notice, list of secured claims	
03/15/17	TCS		Attend hearing on Debtor critical vendor motion	0.80
03/15/17	SHM	B110	Prepare and electronically file certificate of service for orders granting pro hac vice admission of lead counsel	0.40
03/15/17	TCS	B110	Memos from, to S. VanAalten regarding hearing on critical vendor motion and teleconference R. Moore regarding resolution with debtor	0.40
03/15/17	TCS	B110	Receipt, review docket entries, appearances and filings	0.30
03/15/17	TCS	B110	Receipt, review W. Mosby memo regarding committee by-laws and respond regarding execution and approval	0.20
03/15/17	WLM	B110	E-mail correspondence with Cooley regarding 7th Circuit caselaw on DIP objections	0.20
03/15/17	WLM	B110	Attn to service of orders granting pro hac vice admission for R. Kalnit and S. Van VanAalten	0.20
03/15/17	WLM	B110	E-mail correspondence with Cooley regarding execution of bylaws by BGD	0.20
03/15/17	JRI2	B155	Prepare for and participate in hearing via telephone on Debtors' Motion for Critical Vendor Program (.9)	0.90
03/15/17	SHM	B155	Assist J. Irving in preparation for today's hearings	0.30
03/15/17	CBM	B160	Research regarding local service and notice requirements for Application to Employ BGD as local counsel to creditors' committee; revise notice section of Application to Employ; draft Notice of Application and Opportunity to Object	1.80
03/15/17	JRI2	B160	Conference and correspondence with C. Madden regarding revised retention application and related notice (.3); consider the same (.2)	0.50
03/15/17	JRI2	B190	Correspondence with S. Van Aalten, T. Scherer, other Committee professionals and Committee members regarding the Debtors' critical vendor program and	0.40

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Invoice No.: 4385571  
 Invoice Date: April 17, 2017  
 Page 4

DATE	ATTORNEY/ PARALEGAL	TASK CODE	DESCRIPTION	HOURS
			related issues (.3); consider the same (.1)	
03/16/17	TCS	B110	Receipt, review docket entries, including regarding hearing on critical vendors, appearances, court filings	0.50
03/16/17	TCS	B110	Receipt, review C. Hershkopf memo and reply regarding Monster, Inc. and possible adverse claim	0.20
03/16/17	JRI2	B160	Consider retention issues and update declaration regarding the same (.2)	0.20
03/16/17	JRI2	B185	Correspondence with landlord regarding stub rent issues (.2)	0.20
03/16/17	WLM	B190	Attn to service of R. Winning pro hac order	0.20
03/17/17	SHM	B110	Serve Orders Granting Motions for Pro Hac Vice Admission of R. Winning, M. Boyd and C. Hershkopf; prepare and electronically file certificate of service for same	0.40
03/17/17	WLM	B110	Research regarding 7th Circuit caselaw on DIP financing	1.10
03/17/17	JRI2	B112	Correspondence with inquiring creditor regarding Stub Rent (.2)	0.20
03/17/17	JRI2	B160	Revise Irving Declaration in support of BGD retention application to disclose connections (.6)	0.60
03/17/17	TCS	B185	Receipt, review orders, notices and docket entries including order on extension of time regarding rejection/assumption of leases, appearances for creditor (landlords, Electrolux) and confirm committee counsel appearances	0.50
03/17/17	TCS	B185	Receipt, review motion regarding procedure for assumption/assignment/rejection of leases	0.20
03/20/17	WLM	B110	Worked on requested form documents for motion to shorten notice and motion to seal; e-mail correspondence with Cooley regarding same	0.60
03/20/17	JRI2	B130	Correspondence with C. Hershkopf, co-professional to the Committee, and Committee members regarding	0.30

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Invoice No.: 4385571  
 Invoice Date: April 17, 2017  
 Page 5

DATE	ATTORNEY/ PARALEGAL	TASK CODE	DESCRIPTION	HOURS
			case status and timing of sale deadlines (.2); consider the same (.1)	
03/20/17	TCS	B130	Receipt, review notices, docket entries, orders including store closing sale order; memo S. Van VanAalten regarding upcoming hearing	0.50
03/20/17	JRI2	B160	Work on BGD retention application issues with conflict waivers (.2)	0.20
03/20/17	TCS	B230	Review, analysis of C. Hershkopf memo regarding budget performance and sale process including revised sale timeframe under DIP agreement	0.40
03/21/17	JRI2	B130	Consider objections to sale motion (.3); conference and correspondence with co-professionals to the Committee regarding the same and case status (.3)	0.60
03/21/17	TCS	B130	Receipt, review objections to bid procedures - landlords	0.40
03/21/17	TCS	B130	Receipt, review revised bid procedures filed by debtor	0.40
03/21/17	TCS	B130	Receipt, review draft objections regarding bid procedures	0.30
03/21/17	WLM	B150	Teleconference with attorney representing landlords regarding committee position on debtor's bid deadlines	0.20
03/21/17	JRI2	B160	Consider retention issues for BGD as committee counsel (.2)	0.20
03/21/17	SHM	B185	Review and docket notice of hearing on Debtor's Motion to Assume Certain Executory Contracts and Deadline for Objections to same	0.10
03/21/17	TCS	B185	Receipt, review motion and hearing notice on UST contract assumption; teleconference D. Fletcher (counsel for SPO Logistics); receipt, review memos to, from D. Fletcher regarding same	0.80
03/21/17	TCS	B230	Receipt, review draft objection regarding DIP financing motion	0.40

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Invoice No.: 4385571  
 Invoice Date: April 17, 2017  
 Page 6

DATE	ATTORNEY/ PARALEGAL	TASK CODE	DESCRIPTION	HOURS
03/22/17	TCS	B110	Creditor's Committee conference call and review Province financial summary regarding same	1.30
03/22/17	JRI2	B130	Review and consider objections and responses to Debtors' sale motion (.2); follow-up with T. Scherer regarding status of the same and Committee call (.2)	0.40
03/22/17	TCS	B130	Receipt, review memos from debtor regarding hearings on bid procedures critical vendor; debtor motions to continue and agenda for 3/23/17 hearings; memo C. Hershcopf regarding same	0.50
03/22/17	TCS	B185	Receipt, review memos regarding US Transport motion to assume and committee position regarding same	0.40
03/22/17	TCS	B190	Memo M. Boyd regarding Electrolux consignment issue and Southern District bankruptcy case	0.30
03/22/17	WLM	B190	Review of motion/order to shorten and motion/order to seal for local rules and procedures	0.40
03/22/17	JRI2	B230	Review and consider objections and responses to Debtors' financing motion (.3); correspondence with C. Hershcopf regarding default notice from DIP lenders (.1)	0.40
03/22/17	TCS	B230	Receipt, review C. Hershcopf memo regarding lender notice regarding covenant default	0.10
03/22/17	TCS	B230	Receipt, review drafts of papers regarding motion to seal declaration regarding objection to DIP and confer W. Mosby regarding same	0.30
03/22/17	TCS	B230	Receipt, review objections to bid procedures from various landlords and UST	0.30
03/23/17	SHM	B130	Review and docket orders setting continued hearings on Critical Vendors Motion and Bid Procedures/Sale Motion	0.10
03/23/17	TCS	B155	Attend hearing on US Transport contract assumption	1.10
03/23/17	TCS	B185	Receipt, review Hokanson memo regarding hearing on	0.80

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Invoice No.: 4385571  
 Invoice Date: April 17, 2017  
 Page 7

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			US Transport; memos to, from Cooley regarding Committee position on assumption; teleconference J. Hokanson, J. Rossow regarding same	
03/23/17	TCS	B190	Confer W. Mosby and review statute and bankruptcy rule regarding motion to seal	0.30
03/23/17	TCS	B190	Teleconference Max Schlan, Jen Lerner regarding Electrolux adversary proceeding and Committee intervention (.4); confer W. Mosby regarding case law under Section 1109(b), additional research bankruptcy court decisions on intervention (.3)	0.70
03/23/17	WLM	B190	Review of motion to seal declaration and motion to shorten notice on motion to seal and local rules related to same (.8); multiple e-mail correspondence and teleconference with court, UST and Cooley regarding same (1.0); attention to redaction and filing of declaration, motion to shorten, motion to seal and objection to financing motion (.6)	2.40
03/23/17	SHM	B230	Redact Declaration of Stilian Morrison (.4); revise, finalize and electronically file Motion to Seal Portions of the Declaration of Stilian Morrison In Support of Objection to DIP (.6); revise, Finalize and Electronically File Motion for Shortened Notice on Motion to Seal (.5); finalize and Electronically File Objection to DIP Motion and exhibits (.7); finalize and electronically file Declaration of Stilian Morrison In Support of Objection to DIP (.4)	2.60
03/24/17	SHM	B110	Prepare and electronically file certificate of service for Order Shortening Notice Period on Motion to Seal Declaration of Stilian Morrison	0.40
03/24/17	SHM	B110	Prepare, revise and electronically file Certificate of Service Regarding Motion to Seal, Motion for Shortened Notice, Objection to DIP and Declaration of Stiliman Morrison	0.60
03/24/17	WLM	B110	Research regarding intervention by Creditor's Committee into adversary proceeding in 7th Circuit	1.50

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 Invoice Date: April 17, 2017  
 Page 8

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03/24/17	SHM	B130	Review and docket deadline for objections to Application to Employ Malfitano Advisors, LLC as the Debtors' Asset Disposition Advisor and Consultant, Nunc Pro Tunc to the Petition Date and Set Procedure for Draw on Retainer	0.10
03/24/17	TCS	B145	Receipt, review appearances, objection regarding utility service and adequate assurance	0.20
03/24/17	JRI2	B160	Review and consider application to retain Debtors' counsel (.2)	0.20
03/24/17	TCS	B160	Receipt, review debtor motions to employ professionals and related notices (.5); receipt, review application on interim compensation procedures for professionals (.3)	0.80
03/24/17	TCS	B190	Receipt, review docket entries, notices, pleadings including order and objection date on motion to seal; stay relief motion	0.50
03/24/17	TCS	B190	Review, analysis of Max Schlan memo regarding Electrolux adversary proceeding and TRO request and claim of consignment (.5); teleconference Max Schlan regarding same and discuss intervention issue (.3)	0.80
03/24/17	WLM	B190	Discussion with Court and Cooley regarding delivery of sealed document to Court; drafted letter to Court regarding same	0.40
03/24/17	JRI2	B230	Review objections and responses filed to DIP Financing motion and consider the same (.3)	0.30
03/24/17	SHM	B230	Review Order and Docket Hearing Date and Objection Deadline on Motion to Seal Portions of Declaration of Stilian Morrison In Support of Objection to DIP Motion	0.20
03/24/17	SHM	B230	Prepare Cover Sheet for Document to Be Filed Under Seal	0.40
03/24/17	TCS	B230	Receipt, review objections to DIP motion filed by various landlords	0.60

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 Invoice Date: April 17, 2017  
 Page 9

DATE	ATTORNEY/ PARALEGAL	TASK CODE	DESCRIPTION	HOURS
03/27/17	SHM	B110	Review Southern District of Indiana Bankruptcy Court cases for example pleadings requested by lead counsel	0.60
03/27/17	SHM	B110	Prepare and electronically file notices of appearance for W. Mosby and T. Scherer for the Electrolux Adversary Proceeding	0.80
03/27/17	WLM	B110	Attn to content of hearing binders requested by Cooley for bid procedures and TRO hearing	0.30
03/27/17	JRI2	B112	Prepare for and participate in Committee conference call to discuss status of case and strategy moving forward (.9)	0.90
03/27/17	WLM	B150	E-mail correspondence with Debtor's counsel regarding 3/28 hearing agenda	0.20
03/27/17	SHM	B155	Review docket and compile pleadings for tomorrow's hearing binders	0.50
03/27/17	JRI2	B185	Correspondence with landlord regarding rejection of lease (.1); follow-up with C. Hershcopf regarding the same (.1)	0.20
03/27/17	SHM	B190	Monitor Electrolux Adversary Docket for filings by the Debtors per W. Mosby	0.90
03/27/17	SHM	B190	Electronically file Joinder to Debtors' Response to Motion for TRO filed by Electrolux	0.30
03/27/17	TCS	B190	Review Province financial projections and conference call Committee members	1.00
03/27/17	TCS	B190	Memos from, to M. Schlan regarding Committee joinder in Debtor's opposition papers to Electrolux injunction request (.4); receipt, review W. Mosby memos re change in hearing schedule and submission of joinder (.2); receipt, review response briefs of debtor and Wells Fargo (.4)	1.00
03/27/17	TCS	B190	Receipt, review FILO motion to intervene in Adversary Proceeding	0.30

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Invoice No.: 4385571  
 Invoice Date: April 17, 2017  
 Page 10

DATE	ATTORNEY/ PARALEGAL	TASK CODE	DESCRIPTION	HOURS
03/27/17	WLM	B190	Monitored Electrolux docket for responses to TRO (0.8); receipt and review of committee response to TRO and amendments to same (0.5); attention to filing and serving joinder to the Debtor's response in opposition to the TRO (0.4); multiple e-mail correspondence and teleconference with Cooley regarding same (0.6)	2.10
03/27/17	JRI2	B230	Consider objections to DIP Motion and hearing on March 28, 2017 and follow-up meeting with Debtors' counsel (.2); conference and correspondence with T. Scherer and C. Hershcopf regarding the same (.2)	0.40
03/28/17	TCS	B110	Memos to, from C. Hershcopf, M. Boyd regarding hearings, meeting with Debtor and case status	0.30
03/28/17	JRI2	B130	Consider outcome of the hearing on sale motion and conference and correspondence with C. Hershcopf, T. Scherer and committee members regarding the same (.5)	0.50
03/28/17	JRI2	B155	Attend hearing on sales procedures motion via telephonic appearance (1.0)	1.00
03/28/17	SHM	B155	Download pleadings filed in Electrolux Adversary Proceeding yesterday and forward to W. Mosby's office in preparation for today's hearing	0.60
03/28/17	TCS	B190	Attend hearings on Electrolux adversary proceeding (2.5) and objections to Debtor's motion to approve bid procedures (1.0)	3.50
03/28/17	TCS	B190	Review Electrolux adversary proceeding docket regarding current filings	0.20
03/28/17	JRI2	B230	Conference and correspondence with C. Hershcopf, T. Scherer and committee members regarding the Debtors' and Lenders' proposed DIP budget and consider the same and ramifications on administrative expense claims (503(b)(9), professionals, stub rent, etc.) on the case (.4)	0.40

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Invoice No.: 4385571  
 Invoice Date: April 17, 2017  
 Page 11

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03/28/17	TCS	B230	Receipt, review J. Hokanson memo and review UST objection re motion to seal filed regarding DIP financing objection	0.30
03/29/17	TCS	B110	Memos to, from C. Hershkopf, M. Boyd regarding court schedule and upcoming hearings and position on motion to seal	0.40
03/29/17	TCS	B130	Receipt, review docket entries re bid procedures approval and setting hearing dates for sale options and objection deadlines	0.30
03/29/17	TCS	B160	Receipt, review Morgan Lewis employment application and notice re objection deadline	0.30
03/29/17	JRI2	B170	Review and consider compensation procedures motion (.2)	0.20
03/29/17	TCS	B185	Receipt, review motion to reject contracts with Zimmerman and others	0.30
03/29/17	TCS	B185	Receipt, review Debtor amended procedures on lease assumption and/or rejection	0.20
03/29/17	TCS	B190	Receipt, review Court's order denying Electrolux preliminary injunction and related docket entry	0.30
03/29/17	JRI2	B230	Correspondence with C. Herschopf and Committee members regarding DIP Budget and continuation of hearing on DIP Financing Motion (.1); review and consider motion to continue hearing on DIP Financing Motion (.1)	0.20
03/29/17	TCS	B230	Receipt, review objection to DIP Motion - Whirlpool and Kimco creditors	0.20
03/29/17	TCS	B230	Receipt, review objection by CTC Retail to Debtor store closing sale	0.10
03/29/17	TCS	B230	Receipt, review Debtor motion and C. Hershkopf memos regarding DIP financing motion and lack of going concern bid	0.50
03/29/17	TCS	B310	Receipt, review J. Hokanson memo regarding	0.10

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Invoice No.: 4385571  
 Invoice Date: April 17, 2017  
 Page 12

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			503(b)(9) bar date	
03/30/17	SHM	B130	Review Order Authorizing and Approving Bid Procedures, (II) Approving Notice Procedures, (III) Scheduling a Sale Hearing and (IV) Approving Procedures for Assumption and Assignment and Determining Cure Amounts; docket hearing dates and filing deadlines	0.80
03/30/17	TCS	B130	Receipt, review Debtor motion for approval of Phase II store liquidations and related motion to shorten objection date and hearing	0.40
03/30/17	JRI2	B155	Consider entry of order continuing hearing on DIP Financing Motion and agenda for March 31, 2017 hearing (.2)	0.20
03/30/17	TCS	B160	Receipt, review J. Irving memo and draft employment application; memos to J. Irving, W. Mosby regarding added disclosures and engagement letter	0.50
03/30/17	TCS	B190	Memos to, from C. Hershcopf regarding hearing on motion to seal and teleconference regarding Moore regarding adjournment of hearing; memo R. Kalnit regarding same; receipt, review memos regarding disclosure of information to UST	0.50
03/30/17	SHM	B230	Review and Docket Notice of Continued Hearing on DIP Motion	0.10
03/31/17	JRI2	B185	Review and consider various motions and objections regarding the assumption and assignment of leases and executor contracts (.5); correspondence with co-counsel to the Committee regarding the same (.3)	0.80
03/31/17	TCS	B190	Receipt, review Debtor motion to assume Towson lease	0.10
03/31/17	TCS	B190	Attend hearings on various matters including DIP financing, motion to seal, payment of insurance; utility adequate assurance; store closing sales; customer programs and pre-petition wages - also request for shortened notice re Phase II store	1.00

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Invoice No.: 4385571  
 Invoice Date: April 17, 2017  
 Page 13

DATE	ATTORNEY/ PARALEGAL	TASK CODE	DESCRIPTION	HOURS
			liquidation and expedited hearing	
03/31/17	TCS	B190	Receipt, review docket entries, notices, pleadings including Debtor notice regarding cure amounts under executor contracts and leases, landlord objections to procedures for store sale and lease rejection	0.50

TASK SUMMARY

TASK	TASK DESCRIPTION	HOURS	AMOUNT
		0.80	392.00
B110	Case Administration	13.70	4,938.00
B112	Creditor Inquiries	2.10	714.00
B120	Asset Analysis & Recovery	1.50	735.00
B130	Asset Sales and Other Disposition of Assets	5.60	2,179.00
B145	Utilities	0.20	98.00
B150	Meetings&communication w/Debtor	0.40	142.00
B155	Court Hearings	4.60	1,526.00
B160	Employment Applications	14.40	4,685.50
B170	Fee Applications	0.20	68.00
B185	Executory Contracts and Leases	4.50	1,995.50
B190	Litigation and Contested Matters	18.40	7,814.50
B230	Financing/DIP/Cash Collateral Matters	8.20	2,789.50
B310	Claims Administration and Objections	0.10	49.00
		74.70	28,126.00

FEES FOR PROFESSIONAL SERVICES RENDERED \$ 28,126.00

INVOICE TOTAL \$ 28,126.00

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Invoice No.: 4385571  
Invoice Date: April 17, 2017  
Page 14

SUMMARY OF PROFESSIONAL SERVICES

ATTORNEY/PARALEGAL	HOURS	RATE	AMOUNT
Thomas C. Scherer	30.70	490.00	15,043.00
Whitney L. Mosby	13.60	355.00	4,828.00
James R Irving	15.90	340.00	5,406.00
Christopher B. Madden	4.30	200.00	860.00
Susan H. Mays	10.20	195.00	1,989.00
	74.70		28,126.00

Official Committee of Unsecured Creditors, Gregg  
Appliances  
c/o Renee B. Weiss, DDR Corp.- Committee Chairperson  
3300 Enterprise Parkway  
Beachwood, OH 44122

Account No.: 127821.000001  
Invoice No.: 4385571  
Invoice Date: April 17, 2017

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**IN RE HHGREGG, INC. ET AL CHAPTER 11 CASE**

**REMITTANCE PAGE**

INVOICE TOTAL \$ 28,126.00

**PAYMENT IS DUE WITHIN 30 DAYS OF THE DATE OF THIS INVOICE.**

**PLEASE RETURN THIS COPY WITH YOUR PAYMENT.**